

AKIN GUMP STRAUSS HAUER & FELD LLP

One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Ira S. Dizengoff
Philip C. Dublin
Sara L. Brauner

*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
Debtors.¹ : (Jointly Administered)
: :
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**TWENTY-NINTH MONTHLY FEE
STATEMENT OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF FEBRUARY 1, 2021 THROUGH FEBRUARY 28, 2021**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018
Period for Which Compensation and Reimbursement Is Sought:	February 1, 2021 through February 28, 2021
Monthly Fees Incurred:	\$467,020.00
20% Holdback:	\$93,404.00
Total Compensation Less 20% Holdback:	\$373,616.00
Monthly Expenses Incurred:	\$323,536.88
Total Fees and Expenses Requested:	\$697,152.88

This is a x monthly interim final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Twenty-Eighth Monthly Fee Statement”) covering the period from February 1, 2021 through and including February 28, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Twenty-Ninth Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Akin Gump requests (a) interim allowance and payment of

² The total amount sought for fees and expenses (\$790,556.88) reflects voluntary reductions for the Compensation Period of \$31,109.00 in fees and \$1,774.52 in expenses.

compensation in the amount of \$373,616.00 (80% of \$467,020.00) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$323,536.88³ incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

³ This amount includes: (i) \$140,085.30 of expenses relating to the payment of professional fees and expenses incurred by H5, Akin Gump's document management and e-discovery provider; and (ii) \$178,464.50 of expenses relating to the retention and compensation of expert witnesses retained by the Creditors' Committee in connection with certain litigation.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Twenty-Ninth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard

Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Twenty-Ninth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **April 26, 2021** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Twenty-Ninth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Twenty-Ninth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Twenty-Ninth Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

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Dated: New York, New York
April 9, 2021

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff
Ira S. Dizengoff
Philip C. Dublin
Sara L. Brauner
One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Email: idizengoff@akingump.com
pdublin@akingump.com
sbrauner@akingump.com

*Counsel to the Official Committee of
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Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sara Brauner	Financial Restructuring	2011	1,265.00	15.10	19,101.50
Ira Dizengoff	Financial Restructuring	1993	1,655.00	2.90	4,799.50
Philip Dublin	Financial Restructuring	1999	1,655.00	6.20	10,261.00
Dean Chapman	Litigation	2009	1,265.00	113.20	143,198.00
Joseph Sorkin	Litigation	2008	1,425.00	5.70	8,122.50
David Zensky	Litigation	1988	1,655.00	25.30	41,871.50
Total Partner				168.40	227,354.00
SENIOR COUNSEL & COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Saurabh Sharad	Litigation	2015	1,005.00	23.40	23,517.00
John Kane	Litigation	2016	970.00	23.90	23,183.00
Total Counsel				47.30	46,700.00
ASSOCIATES AND STAFF ATTORNEYS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Zachary Lanier	Financial Restructuring	2017	980.00	14.30	14,014.00
Joseph Szydlo	Financial Restructuring	2019	810.00	11.40	9,234.00
Patrick Glackin	Litigation	2019	770.00	22.90	17,633.00
Jeff Latov	Litigation	2017	940.00	9.60	9,024.00
Nicholas Lombardi	Litigation	2018	980.00	12.20	11,956.00
Sean Nolan	Litigation	2018	855.00	24.40	20,862.00
Conor Youngs	Litigation	Pending	610.00	35.80	21,838.00
Russell Collins	Staff Attorney	1998	500.00	160.10	80,050.00
Total Associates				290.70	184,611.00

PARALEGALS & LEGAL ASSISTANTS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Dagmara Krasa-Berstell	Financial Restructuring	N/A	440.00	9.30	4,092.00
Kelsey Robins	Financial Restructuring	N/A	440.00	6.50	2,860.00
Bennett Walls	Litigation	N/A	230.00	6.10	1,403.00
Total Legal Assistants				21.90	8,355.00
Total Hours / Fees Requested				528.30	467,020.00

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,270.53	215.70	274,054.00
Associates	635.06	290.70	184,611.00
Paralegals/Non-Legal Staff	381.51	21.90	8,355.00
Blended Timekeeper Rate	884.01		
Total Fees Incurred		528.30	467,020.00

Exhibit B

Task Code Summary

Task Code	Matter	Hours	Value (\$)
2	General Case Administration	8.10	4,156.00
3	Akin Gump Fee Application/Monthly Billing Reports	14.60	13,836.50
7	Creditor Committee Matters/Meetings (including 341 meetings)	8.90	10,362.00
8	Hearings and Court Matters/Court Preparation	26.00	24,148.50
10	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	24.30	32,043.00
12	General Claims Analysis/Claims Objection	1.30	1,274.00
20	Jointly Asserted Causes of Action	445.10	381,200.00
TOTAL:		528.30	467,020.00

Exhibit C

Itemized Fees

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/01/21	DK	002 Review case docket (.2); update case calendar (.3).	0.50
02/04/21	DK	002 Confer with Managing Clerk's Office re service procedures (.3); follow up with Prime Clerk re the same (.2).	0.50
02/08/21	DK	002 Confer with K. Robbins re docket monitoring (.2); review docket update assignment (.3).	0.50
02/08/21	KER	002 Confer with D. Krasa-Berstell re docketing (.2); update internal file system for recent pleadings (.4).	0.60
02/10/21	DK	002 Review and update transcripts file.	0.50
02/12/21	KER	002 Update internal file system for recent pleadings.	0.70
02/17/21	DK	002 Review case docket (.4); update case calendar (.4).	0.80
02/19/21	JES	002 Monitor docket (.1); update case calendars (.2); update internal file systems re same (.4).	0.70
02/22/21	DK	002 Review case docket (.4); update case calendar (.5); update appellate calendar (.3).	1.20
02/22/21	JES	002 Call with S. Mahkamova re admin issues.	0.20
02/24/21	DK	002 Review and update internal file system.	0.50
02/24/21	JES	002 Monitor dockets (.3); circulate recently filed pleadings to FR team members (.2).	0.50
02/26/21	DK	002 Review and update case calendar (.5); draft status email for attorneys (.2).	0.70
02/26/21	JES	002 Review recent filings (.1); update case calendar (.1).	0.20
02/01/21	ZDL	003 Review fee accrual information.	0.30
02/01/21	JES	003 Review Debtors' proposed order approving fee applications (.9); review fee applications in connection with same (1.0); draft correspondence to Debtors re same (.5).	2.40
02/02/21	JES	003 Review correspondence from Debtors re invoices.	0.20
02/03/21	ZDL	003 Compile fee accrual information.	0.30
02/04/21	SLB	003 Review correspondence and materials re status of fee payments.	0.40
02/05/21	ZDL	003 Review and submit fee statement invoices to M3.	0.20
02/10/21	ZDL	003 Prepare fee accrual information for M3.	0.30
02/11/21	SLB	003 Review Akin invoice for privilege and compliance with UST guidelines (.8); correspondence with Z. Lanier re same (.2).	1.00
02/11/21	ZDL	003 Correspond with S. Brauner regarding invoice.	0.20
02/11/21	JES	003 Review invoice for privileged information and compliance with UST guidelines (.4); correspond with accounting team re same (.2); draft fee statement (1.1).	1.70
02/12/21	SLB	003 Review and comment on fee statement (.3); review invoice (.2).	0.50
02/12/21	ZDL	003 Review and comment on Fee statement.	0.50
02/12/21	JES	003 Review invoice for privileged information and compliance with UST guidelines (1.0); correspond with accounting team re same (.4); revise fee statement (1.3).	2.70
02/16/21	ZDL	003 Calculate fee accrual information for M3.	0.10
02/22/21	ZDL	003 Correspond with R. Tizraves and J. Szydlo re contract attorney billing issues (.1); review invoices re same (.3).	0.40
02/22/21	JES	003 Review correspondence re fee statements (.2); correspond with R. Tizraves and Z. Lanier re SPG invoices (.1).	0.30
02/23/21	DLC	003 Participate in call with SPG re billing issues.	0.50
02/23/21	ZDL	003 Prepare for (.2) and participate in call with SPG (.5) regarding invoices and next steps; follow up correspondence to J. Szydlo regarding the same (.2).	0.90
02/24/21	DLC	003 Participate in call with SPG re billing issues.	0.30
02/24/21	ZDL	003 Review SPG materials re billing issues (.5); attend call with SPG re same (.3).	0.80

SEARS CREDITORS COMMITTEE
Bill Number: 1930083

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/26/21	ZDL	003 Prepare fee accrual for M3 (.2); review invoice for privilege and confidentiality (.4).	0.60
02/02/21	SLB	007 Prepare correspondence to P. Dublin re upcoming UCC call and related issues.	0.20
02/02/21	ZDL	007 Draft correspondence to litigation team members regarding UCC call (.3); review presentation materials for same (.5).	0.80
02/02/21	JES	007 Calls with creditors re case updates and timing of distributions to GUCs.	0.50
02/03/21	PCD	007 Call with FTI re UCC call (.4); call with S. Brauner re same (.1).	0.50
02/03/21	SLB	007 Prepare for (.4) and participate on (.4) call with UCC advisors in advance of UCC call; call with P. Dublin re same (.1).	0.90
02/03/21	ZDL	007 Call with FTI regarding upcoming committee call (partial).	0.20
02/03/21	JES	007 Prepare materials in preparation for 2/4/21 Committee call.	0.50
02/04/21	JLS	007 Call with committee re: case status and strategy.	0.50
02/04/21	DMZ	007 Participate on Committee call.	0.50
02/04/21	DLC	007 Prepare for (.6) and participate in (.5) committee call (.4).	1.50
02/04/21	SLB	007 Lead UCC call (.5); prepare for same (.4).	0.90
02/04/21	ZDL	007 Call with creditor regarding status of claim and next steps in case (.6); review materials presented on UCC call (.5).	1.10
02/04/21	JES	007 Prepare materials for committee call.	0.50
02/17/21	ZDL	007 Call with creditor regarding case status.	0.30
02/18/21	DK	008 Prepare hearing binders for upcoming hearing.	1.10
02/18/21	CWY	008 Coordinate registration of legal team for appearance in omnibus hearing with court.	0.20
02/18/21	KER	008 Compile documents in preparation for upcoming hearing.	3.00
02/19/21	DK	008 Assist attorneys with preparation for hearing (1.2); obtain Courtsolutions lines for attorneys (.3).	1.50
02/22/21	DK	008 Obtain additional court solutions lines for hearing (.4); continue to prepare materials for hearing (.7).	1.10
02/22/21	SLB	008 Correspondence with Z. Lanier re upcoming hearing logistics and agenda.	0.20
02/22/21	ZDL	008 Correspond with S. Brauner re omnibus hearing (.2); emails with members of UCC regarding the same (.3); review pleadings in advance of hearing (.3).	0.80
02/22/21	JES	008 Organizz materials for February 23, 2021 hearing (.5); review same (.5).	1.00
02/22/21	CWY	008 Coordinate logistics re omnibus hearing appearances.	0.20
02/22/21	KER	008 Coordinate Court Solutions lines for upcoming hearing in connection with Adversary Proceeding.	1.00
02/23/21	JLS	008 Attend hearing on consolidation of adversary proceedings.	1.70
02/23/21	DMZ	008 Attend hearing on consolidation motion.	1.70
02/23/21	DLC	008 Prepare for (1.0); and participate in (1.7) hearing; follow-up correspondence with ASK re updates following hearing on consolidation motion (.2); revise draft hearing summary (1.2).	4.10
02/23/21	SLB	008 Prepare for (1.0) and participate in (1.7) omnibus hearing; confer with G. Fail (Weil) case status and open issues in connection with the same (.5).	3.20
02/23/21	SS	008 Attend telephonic hearing re motion to consolidate (1.7); revise summary re court hearing (.9).	2.60
02/23/21	CWY	008 Prepare materials for hearing.	2.60
02/01/21	ISD	010 Review litigation funding memo.	0.10
02/01/21	PCD	010 Review and comment on presentation re litigation funding.	1.40
02/02/21	ISD	010 Correspond with P. Dublin re presentation litigation funding.	0.20
02/02/21	PCD	010 Correspond with I. Dizengoff re Adv. Proc. funding presentation (.2); review and comment on same (.4).	0.60
02/03/21	ISD	010 Comment on deck re litigation financing.	0.30
02/03/21	PCD	010 Calls with lit. designees re litigation funding.	0.40
02/08/21	ZDL	010 Review materials in connection with proposed litigation financing transaction (.8); begin drafting term sheet for same (1.7).	2.50

SEARS CREDITORS COMMITTEE
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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/08/21	PJG	010 Analyze issues re financing of adversary proceeding.	0.50
02/09/21	ISD	010 Review deck re financing of Adversary Proceeding.	0.50
02/09/21	PCD	010 Calls with third party re potential financing (.6); analyze issues re same (.2); review materials re same (.3).	1.10
02/09/21	SLB	010 Review and revise materials re financing (1.3); correspondence with Z. Lanier re same (.3).	1.60
02/09/21	ZDL	010 Revise term sheet for potential financing transaction (1.9); correspondence with S. Brauner regarding the same (.3).	2.20
02/10/21	DMZ	010 Participate on call with potential financier for Adv. Proc.	0.50
02/10/21	DLC	010 Prepare for (.3) and participate in (.5) call with third party re adv. proc. financing.	0.80
02/11/21	ISD	010 Analyze potential litigation financing options.	0.30
02/15/21	DLC	010 Review funding proposal (.5) follow-up with third party and litigation designees re same (.8).	1.30
02/16/21	DLC	010 Prepare and circulate correspondence to potential third-party financier for Adv. Proc. (.9); participate in call with third-party re same (.9).	1.80
02/16/21	PJG	010 Analyze issues re funding for adversary proceeding.	0.30
02/17/21	PJG	010 Analyze funding issues in connection with adversary proceeding.	0.10
02/22/21	ISD	010 Calls with P. Dublin re litigation financing.	0.50
02/22/21	PCD	010 Calls with I. Dizengoff re litigation funding (.5); review materials re same (.2).	0.70
02/23/21	DMZ	010 Call with third party re litigation financing.	0.50
02/23/21	PCD	010 Analyze issues re litigation funding in connection with Adversary Proceeding.	0.60
02/23/21	SLB	010 Correspondence with third party re litigation funding issues.	0.40
02/24/21	DLC	010 Call with third party re financing issues (.6); draft NDA and circulate related documents to third party (1.3); call with FTI re same (.4).	2.30
02/24/21	SLB	010 Participate on call with third party re adversary proceeding financing (.6); analyze issues re same (.4).	0.90
02/25/21	DMZ	010 Call with potential litigation funder.	0.60
02/25/21	DLC	010 Participate in call with third party re litigation funding.	0.70
02/26/21	DLC	010 Execute NDA and circulate to third party in connection with exit financing efforts.	0.30
02/28/21	PJG	010 Analyze adversary proceeding expenses in connection with financing issues.	0.30
02/01/21	ZDL	012 Review correspondence from Debtors regarding settlement with vendor.	0.40
02/08/21	ZDL	012 Review and respond to questions from admin creditor representative.	0.90
02/01/21	DMZ	020 Correspond with counsel to defendants re consolidation issues.	0.30
02/01/21	RJC	020 Conduct document discovery (3.9); draft fact chronology re same (4.7).	8.60
02/01/21	DLC	020 Revise presentations re status of Adversary Proceeding (3.2); continue review of hot documents (1.4); draft memorandum re same (1.5); review revisions to proposed consolidation order (.3); review materials re privilege logs (.5).	6.90
02/01/21	SLB	020 Review materials re open issues in connection with Adversary Proceeding (.6); correspondence with Litigation Designees re same (.2).	0.80
02/01/21	SS	020 Revise motion to consolidate.	1.80
02/01/21	JPK	020 Review internal correspondence regarding discovery.	0.20
02/01/21	SMN	020 Review revisions to draft consolidation order.	0.10
02/01/21	PJG	020 Revise draft letter to defendants re privilege logs.	2.10
02/01/21	BMW	020 Revise and compile privilege logs for attorney review.	1.00
02/01/21	CWY	020 Revise proposed consolidation order (.6); revise motion to consolidate (2.3).	2.90
02/02/21	DMZ	020 Review and comment on motion to consolidate (1.1); review and comment on proposed order re same (.7); correspond with D. Chapman re same (.3).	2.10
02/02/21	RJC	020 Review documents and draft fact chronology memorandum.	6.90
02/02/21	DLC	020 Revise UCC deck re case updates (2.5); correspond with S. Brauner re	5.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		same (.4); review and revise draft consolidation motion (1.5); revise order for same (.6); correspond with D. Zensky re same (.3).	
02/02/21	SLB	020 Correspondence with D. Chapman re open issues in connection with Adversary Proceeding.	0.40
02/02/21	SS	020 Revise motion to consolidate and supporting papers (2.3); correspond with C. Youngs re same (.7).	3.00
02/02/21	JPk	020 Prepare summary of privilege logs.	1.50
02/02/21	ZDL	020 Review internal files for complaint and chart of claims/defenses (.4); circulate same to FR team (.1).	0.50
02/02/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	0.40
02/02/21	CWY	020 Revise motion to consolidate (2.0); revise proposed scheduling order (1.2); correspond with S. Sharad re same (.7).	3.90
02/03/21	DMZ	020 Correspond with counsel to defendants re motion to consolidate (.3); review and revise draft of same (.7).	1.00
02/03/21	RJC	020 Review documents and draft fact chronology.	6.70
02/03/21	DLC	020 Revise consolidation papers (1.3); review legal research in connection with motion to consolidate (2.6); review D&O materials (.6); correspond with counsel to defendant re document sharing issues (1.0); review and revise letter to defendant (2.1).	7.60
02/03/21	SS	020 Review motion to consolidate and related documents (.5); correspond with C. Youngs re filing of the same (.9); further revise motion to consolidate (1.6); finalize consolidation papers for filing (2.1); correspond with co-counsel re same (.4).	5.50
02/03/21	JPk	020 Prepare memo regarding privilege log issues.	4.30
02/03/21	SMN	020 Review filings on docket of D&O insurance coverage action (.4); summarize same (.5); correspond with managing clerk's office re filings in appeal of same (.2).	1.10
02/03/21	PJG	020 Revise draft letter to defendants re privilege log.	2.30
02/03/21	CWY	020 Correspond with S. Sharad re same (.9); review and revise same (1.0); revise notice of motion (.6); draft exhibits for motion to consolidate (.4); prepare same for filing (1.4); revise exhibits for same (.3); coordinate with managing clerks office for filing (.4).	5.00
02/04/21	RJC	020 Review documents and draft fact chronology (6.0).	6.00
02/04/21	DLC	020 Review consolidation filing (.2); update clients re consolidation issues (.6); review and comment on memorandum re privilege logs (1.6); review privilege logs (.5).	2.90
02/04/21	SS	020 Review of court rules re motion practice (.5); correspondence with members of ligation team re service of motion papers and court rules re same (1.6).	2.10
02/04/21	JPk	020 Review privilege logs produced in adversary proceeding.	0.60
02/04/21	SMN	020 Review proposed amended case scheduling order and motion to consolidate public shareholder action with main adversary proceeding (.3); review new cases implicating issues in motion to dismiss briefing (.7); correspond with J. Guzman re filings in D&O insurance coverage appellate action (.2).	1.20
02/04/21	BMW	020 Compile finalized consolidation papers for attorney review.	0.20
02/04/21	CWY	020 Conduct research re filing requirements with chambers (.3); review case management order re filing requirements (.5); update case calendars in respect of consolidation deadlines (.4); send courtesy copies to chambers (.2).	1.40
02/04/21	NRL	020 Conduct review of discovery documents re Corporate Governance and board issues.	2.80
02/05/21	DMZ	020 Correspond with ASK re MTDs.	0.10
02/05/21	RJC	020 Review documents and draft fact chronology (2.0); research fact issue in connection adversary proceeding (4.0).	6.00
02/05/21	DLC	020 Review letter to opposing counsel (.3); follow-up with ASK re same (.3).	0.60

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/05/21	SMN	020 Review filings on docket of D&O insurance coverage action.	0.10
02/05/21	PJG	020 Revise letter to defendants re privilege log analysis.	2.30
02/06/21	RJC	020 Review documents (1.0); draft fact chronology (1.2).	2.20
02/06/21	DLC	020 Confer with expert re scheduling and analysis.	0.20
02/07/21	RJC	020 Conduct research re factual issue in connection with fact chronologies.	1.40
02/07/21	DLC	020 Review correspondence from counsel to administrative creditors regarding adversary proceeding questions (.2); begin drafting outline of response (1.0); correspond with S. Nolan re insurance issues (.3).	1.50
02/07/21	SMN	020 Correspond with D. Chapman re open research issue related to insurance in Adversary Proceeding.	0.30
02/08/21	RJC	020 Review documents (4.1); draft fact chronology re same (2.8).	6.90
02/08/21	DLC	020 Continue drafting outline of response to administrative creditors (3.7); correspond with S. Brauner re status of litigation and next steps (.4); follow-up with H5 re document productions (.1); analyze issues re MTDs filed in Public Shareholder action (.9).	5.10
02/08/21	SLB	020 Correspondence with D. Chapman re open issues in connection with Jointly Asserted Causes of Action (.4); analyze issues re same (.4).	0.80
02/08/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	0.50
02/08/21	PJG	020 Review updates in public shareholder action and MTDs.	0.90
02/08/21	BMW	020 Review docket in adversary proceeding and circulate pleadings to Lit. team members.	0.20
02/09/21	DMZ	020 Correspond with admin claims rep re open issues in adversary proceeding (.2); draft correspondence to defendant's counsel re privilege logs (.2).	0.40
02/09/21	RJC	020 Review discovery documents (3.3); draft fact chronology re same (3.7).	7.00
02/09/21	DLC	020 Review and revise memorandum for administrative creditors re adversary proceeding (2.6); correspond with members of Litigation team re privilege logs (.5); review and revise correspondence and letter to defendant's counsel re privilege logs (1.7); participate in call with H5 re budget (.4); review Lands' End materials (.7); provide case update to full Akin team (.2).	6.10
02/09/21	JPK	020 Review correspondence with third parties related to discovery.	0.10
02/09/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.1); review dockets of D&O coverage action and appeals of same (.1).	0.20
02/09/21	PJG	020 Correspond with members of litigation team re letter to defendants re privilege log issues (.4); revise letter re same (.7); correspond with defendants' counsel re same (.4).	1.50
02/10/21	RJC	020 Conduct review of discovery documents (2.9); draft fact chronology re same (4.0).	6.90
02/10/21	DLC	020 Update litigation spreadsheet (.2); review fact chronologies memorandum (3.5); correspond with lit. team members re privilege issues (.3).	4.00
02/10/21	JPK	020 Prepare summary of defendant's privilege logs.	3.40
02/10/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	0.40
02/10/21	NRL	020 Conduct review of document production in adversary proceeding re corporate governance issues.	2.10
02/11/21	RJC	020 Conduct review of electronic discovery documents.	5.30
02/11/21	DLC	020 Review hot documents (.5); review public shareholder motion to dismiss (.4); correspond with litigation team members re same (.4); confer with RE expert and follow-up internally re conflicts issues (.4); finalize circulate memo to admin creditors (1.3).	3.00
02/11/21	JPK	020 Prepare summary of certain defendant's privilege log.	7.50
02/11/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.2); review docket of insurance actions (.1)	0.30
02/11/21	BMW	020 Download files from relativity, organize and compile binders of draft presentations and indices.	1.90
02/11/21	NRL	020 Conduct review of document productions in adversary proceeding.	2.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/12/21	DMZ	020 Review motions to dismiss in public shareholder action (.4); review and analyze draft of plaintiffs' reply to same (.6).	1.00
02/12/21	RJC	020 Review documents (4.0); draft fact chronology re same (4.4).	8.40
02/12/21	DLC	020 Begin review of opposition to motions to dismiss in public shareholder action (1.0); confer with client re conflicts issue (.5); review privilege log summaries (.5).	2.00
02/12/21	JPk	020 Prepare summary of certain defendant's privilege logs (3.2); prepare correspondence to document vendor re same (.9).	4.10
02/12/21	SMN	020 Review and revise draft motion to dismiss opposition brief in public shareholder action.	1.00
02/12/21	BMW	020 Revise presentation binders, arrange print and delivery.	1.00
02/12/21	NRL	020 Conduct review of document produced in adversary proceeding concerning corporate governance issues.	1.70
02/13/21	RJC	020 Draft fact chronology.	3.10
02/13/21	SMN	020 Revise brief in opposition to motions to dismiss public shareholder action.	1.60
02/14/21	RJC	020 Continue drafting fact chronology.	2.40
02/14/21	DLC	020 Review and revise brief in opposition to MTDs.	1.10
02/14/21	SMN	020 Review brief in opposition to motions to dismiss public shareholder action.	0.30
02/15/21	DMZ	020 Review brief in opposition to MTDs.	0.40
02/15/21	RJC	020 Review discovery documents (1.9); draft fact chronology re same (1.8).	3.70
02/15/21	DLC	020 Review public shareholder MTD opposition and circulate additional comments re same to members of litigation team (2.2); confer with ASK re same (.9).	3.10
02/15/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.2); revise draft brief in opposition to motions to dismiss public shareholder action (2.5); correspond with ASK re same (.4).	3.10
02/16/21	DMZ	020 Review additional MTDs in shareholder action (.8); call with ASK re same (.4); correspond with D. Chapman re consolidation briefing (.1).	1.30
02/16/21	RJC	020 Review discovery documents (3.1); draft fact chronology re same (4.3).	7.40
02/16/21	DLC	020 Correspond with D. Zensky re consolidation issues (.3); confer with ASK re opposition briefing in public shareholder action (.5); confer with ASK re discovery issues (.3); review objections to consolidation motion (1.2); review key documents and circulate outline of same in connection with consolidation (3.8); correspond with lit. team members re privilege logs (.2).	6.30
02/16/21	SS	020 Review filed objections re consolidation motion.	0.80
02/16/21	SMN	020 Correspond with members of the litigation team re opposition to motion to dismiss public shareholder action (.2); call with conflicts counsel re same (.4); review new cases implicating issues in motion to dismiss briefing (.2).	0.80
02/16/21	PJG	020 Conduct research re privilege disputes.	0.80
02/16/21	CWY	020 Correspond with members of litigation team re objections filed to motion to consolidate (.3); review objections filed to motion to consolidate (.4).	0.70
02/17/21	DMZ	020 Review and revise outline of arguments re consolidation (.4); confer with D. Chapman re reply to MTD opposition briefing (.5).	0.90
02/17/21	RJC	020 Review documents and draft fact chronology (6.5).	6.50
02/17/21	DLC	020 Review legal research in connection with MTDs (.3); revise outline to reply brief for same (1.2); confer with D. Zensky re same (.5); confer with ASK re same (.2); review conflict issues (.2); coordinate work streams re privilege issues (.5); review key documents (2.4); review and revise MTD opposition reply brief and circulate comments to team (2.7).	8.00
02/17/21	SS	020 Review oppositions re consolidation motion (.4); review cases cited re same (2.5); conduct legal research re same (.5); revise memo re same (1.0).	4.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/17/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.5); review confidentiality issues re opposition to motion to dismiss public shareholder action (.5); review opposition to motions to dismiss public shareholder action (.2); review revisions to memo re same (.3).	1.50
02/17/21	CWY	020 Review legal research re reply to objections on motion to dismiss (.5); review outline for reply to objections on motion to consolidate (.3); review and draft summaries of cases cited in opposition brief to motion to consolidate (2.8); conduct research on stay of discovery pending motions (1.3); conduct research on granting consolidation pending resolution of motions to dismiss (1.9); draft memo re the foregoing (1.4).	8.20
02/18/21	DMZ	020 Review opposition to MTDs.	0.50
02/18/21	RJC	020 Review discovery documents (3.5); draft fact chronology (4.1).	7.60
02/18/21	DLC	020 Review research re public shareholder action (.7); with ASK re same (.5); review and revise opposing brief in public shareholder action (1.8).	3.00
02/18/21	SMN	020 Revise brief in support of opposition to motions to dismiss public shareholder action (3.5); review document to attach as exhibit to same (.4); correspond with conflicts counsel re same (.5).	4.40
02/18/21	PJG	020 Correspondence with H5 re document productions.	0.10
02/18/21	CWY	020 Revise memo re stay of discovery standards in 2nd Circuit case law.	0.50
02/19/21	JLS	020 Analyze issues re litigation strategy and next steps (.7); review pleadings in connection with insurance proceedings (.2).	0.90
02/19/21	RJC	020 Review discovery documents (2.9) draft fact chronology re same (4.4).	7.30
02/19/21	DLC	020 Draft oral argument outline in advance of hearing (2.2); review draft reply pleading and circulate comments to same (.3); review legal research and accompanying cases re same (1.6).	4.10
02/19/21	SMN	020 Review filings in D&O insurance coverage action (.2); revise brief in opposition to motions to dismiss public shareholder action (1.7); correspond with conflicts counsel re same (.2).	2.10
02/20/21	RJC	020 Review discovery documents (1.6); draft fact chronology re same (2.1).	3.70
02/20/21	DLC	020 Review and revise motion to consolidation reply brief.	2.30
02/20/21	CWY	020 Revise reply brief on motion to consolidate (.3); review and comment on reply brief by plaintiff in Second Action (2.5).	2.80
02/21/21	RJC	020 Review discovery documents (1.9); draft fact chronology re same (1.0).	2.90
02/21/21	DLC	020 Review and revise draft reply brief in connection with MTDs (1.0); correspond with ASK re hearing on same (.2).	1.20
02/21/21	SS	020 Revise reply re motion to consolidate (.8); call with C. Youngs re same (.2); revise reply statement re same (.5).	1.50
02/21/21	CWY	020 Review revisions to reply brief by plaintiffs in Second Action (.2); call with S. Sharad re revisions to reply brief (.2); review and suggest additional edits to reply brief (.6); draft statement to be filed in First Action re motion to consolidate and plaintiffs appearance at hearing (.8); research case law on motions to stay discovery pending motions to dismiss (.3).	2.10
02/22/21	DMZ	020 Review statement in connection with consolidation motion (.5); call with D. Chapman re consolidation motion (.2); revise outline of argument for hearing (.4); review reply brief in public shareholders action (.4).	1.50
02/22/21	RJC	020 Review discovery documents (2.9); draft fact chronology memorandum re same (4.8).	7.70
02/22/21	DLC	020 Confer with D. Zensky re motion to consolidate (.3); revise statement re same (.7); coordinate filing of same (.3); review and revise oral argument outline (2.2); prepare for hearing (.7); confer with ASK re same (.7); correspond with litigation team members re privilege log issues (.2); review draft agenda for hearing (.3); confer with Weil re same (.3); review document sharing stipulation (.4).	6.10
02/22/21	DLC	020 Review scheduling updates in connection with Adversary Proceeding.	0.40
02/22/21	JPk	020 Correspond with members of litigation team regarding privilege issues in connection with adversary proceeding.	0.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/22/21	JAL	020 Revise document sharing stipulation (.9); review materials re same (1.2).	2.10
02/22/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.5); correspond with expert team re document discovery (.2); review papers filed in support of motion to consolidate (.3).	1.00
02/22/21	PJG	020 Correspond with defendants re privilege log issues (.6); correspond with litigation team members re same (.2).	0.80
02/22/21	CWY	020 Revise First Action Plaintiffs' Reply Statement (1.2); coordinate filing of Plaintiffs' Statement in First Action re motion to consolidate (1.3).	2.50
02/22/21	NRL	020 Conduct second level review of discovery documents in connection with adversary proceeding concerning corporate governance issues.	1.70
02/23/21	JLS	020 Confer with members of litigation team re next steps following consolidation hearing (.6); analyze issues re discovery (.7); correspond with litigation team members re status (.4).	1.70
02/23/21	DMZ	020 Attend call with members of lit. team to discuss next steps and deposition prep (.6); rev prior depo lists (.2).	0.80
02/23/21	RJC	020 Review discovery documents (4.1); draft fact chronology memorandum (3.2).	7.30
02/23/21	DLC	020 Analyze open issues in connection with adversary proceeding (.6); review correspondence from defendant's counsel (.3); confer with FTI re status (.2); participate in team call re next steps in adversary proceeding (.6); review and revise draft scheduling order (1.0); confer with S. Brauner re open issues in connection with Adv. Proc. (.4).	3.10
02/23/21	SLB	020 Confer with D. Chapman re status of adv. proc. matters (.4); review correspondence from Debtors re same (.2).	0.60
02/23/21	SS	020 Attend litigation team meeting re case update (.6); revise proposed order re consolidation (.9); confer with C. Youngs re same (.2).	1.70
02/23/21	JPk	020 Attend team call re next steps (.6); review internal discovery plan for document review (.3); prepare internal correspondence re same (.3).	1.20
02/23/21	JAL	020 Attend call with litigation team members re status after hearing (.6); review prepetition documents and materials re discovery (3.5).	4.10
02/23/21	SMN	020 Draft correspondence to members of the litigation team re potential deponents and related discovery issues (.2); attend update meeting with members of the litigation team (.6); review new cases implicating issues in motion to dismiss briefing (.6).	1.40
02/23/21	PJG	020 Attend call with litigation team members re case status (.6); analyze letter from defendants re privilege log issues (1.2); draft correspondence to litigation team members re same (.5).	2.30
02/23/21	CWY	020 Draft amended proposed scheduling order for consolidated actions (1.4); compile motion to dismiss briefing (.3); revise amended proposed scheduling order for consolidated actions (.8).	2.50
02/23/21	KER	020 Compile pleadings in public shareholder action for attorney review.	1.20
02/24/21	JLS	020 Review and respond to correspondence from D. Zensky re case status and strategy.	0.40
02/24/21	DMZ	020 Correspond with experts re case issues (.1); correspond with J. Sorkin re status following consolidation hearing (.4); review correspondence from defendants' counsel re privilege issues (.2); review and revise deposition outline (.6); review case law cited by counsel to defendant in briefing (.4); call with lit. team members re privilege issues (.6); begin review of fact chronology (1.0).	3.30
02/24/21	DK	020 Compile pleadings in Public Shareholder Action for attorney review.	0.40
02/24/21	RJC	020 Review discovery documents (2.8); draft fact chronology memorandum re same (5.0).	7.80
02/24/21	DLC	020 Review letters from defendants' counsel and related documents (.6); outline arguments re same (.7); participate in team call re same (.6); follow-up with defendants' counsel re same (.2); revise draft scheduling order (.5); revise stipulation (.3); review internal emails re case law and hot documents (.5).	3.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/24/21	JPK	020 Prepare correspondence to third party regarding document productions.	0.90
02/24/21	JAL	020 Review materials re discovery topics (2.8); attend call with litigation team members re privilege logs (.6).	3.40
02/24/21	SMN	020 Call with members of the litigation team re expert privilege issues and next steps (.6); review new cases implicating issues in motion to dismiss briefing (.6).	1.20
02/24/21	PJG	020 Join call with litigation team members re defendants' privilege logs (.6); review documents in connection with privilege log analysis (3.5); correspond with defendants' counsel re conference in connection with privilege logs (.4).	4.50
02/24/21	BMW	020 Compile cases cited in response letter (.4); review privilege logs (.4); identify documents in separate privilege log identified as produced with redactions (.7).	1.50
02/25/21	JLS	020 Review communication from counsel to defendants re case status.	0.20
02/25/21	DMZ	020 Review and analyze 2015 fact chronology in preparation for depositions (5.5); begin review of 2014 business chronology in preparation for same (1.0).	6.50
02/25/21	RJC	020 Conduct review of discovery documents (3.0); draft fact chronology memorandum (4.2).	7.20
02/25/21	DLC	020 Prepare for (.2) and participate in call with defendants' counsel re discovery issues (.2); correspond with conflicts counsel and experts re case timing (.5); update slide deck for latest developments (.7); revise draft stipulation (.4); circulate same to defendants' counsel (.3); review hot documents (2.3); correspond with S. Brauner re open litigation issues (.5).	5.10
02/25/21	SLB	020 Correspondence with D. Chapman re open admin issues in connection with adversary proceeding (.5); review and analyze correspondence from defendants re same (.5).	1.00
02/25/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.3); review correspondence with members of the litigation team re document discovery (.3); correspond with expert team re check-in call (.2).	0.80
02/25/21	PJG	020 Review documents in connection with privilege log analysis (1.8); prepare and send analysis of the same to litigation team members (1.1).	2.90
02/25/21	CWY	020 Revise draft amended proposed order to consolidate.	0.30
02/26/21	DMZ	020 Review and respond to correspondence from counsel to defendants re deposition scheduling (.3); correspond with clients re same (.2); call with D. Chapman and R. Collins re fact chronologies (.7).	1.20
02/26/21	ISD	020 Review and analyze correspondence from Defendants (.7); correspond with P. Dublin re same (.3).	1.00
02/26/21	PCD	020 Correspond with I. Dizengoff re letter from Defendants.	0.30
02/26/21	RJC	020 Review discovery documents (3.5) draft fact chronology re same (4.5); call with D. Zensky and D. Chapman re same (.7).	8.70
02/26/21	DLC	020 Prepare for (.6) and participate in meet-and-confer with defendants' counsel re privilege logs (.2); review follow-up correspondence form defendants' counsel (.2); prepare for (.2) and participate in document review call with D. Zensky and R. Collins re chronologies (.7); confer with expert (.5); review correspondence from defendants' counsel (.4); correspond with client re same (.2); review FTI analysis (.3); correspond with S. Brauner re open issues re correspondence from Defendants (.5).	3.80
02/26/21	SLB	020 Correspondence with Admin Rep and Debtor advisors re letter from defendants (.2); correspondence with D. Chapman re same (.5).	0.70
02/26/21	SMN	020 Correspond with expert re update call (.1); review new cases implicating issues in motion to dismiss briefing (.5).	0.60
02/26/21	PJG	020 Prepare for call with defendants' counsel re privilege log issues (.7); join call with defendants' counsel re same (.2); review documents in connection with privilege log analysis (.3).	1.20
02/26/21	BMW	020 Pull and organize board minutes and materials.	0.30

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/26/21	NRL	020 Conducting second level review of discovery documents in connection with adversary proceeding concerning liquidity.	1.60
02/27/21	PCD	020 Correspond with Debtors re letter from defendant's counsel.	0.20
02/27/21	DLC	020 Review FTI materials in preparation for depositions (.3); continue reviewing document discovery (.4); draft memorandum re same (.9).	1.60
02/28/21	JLS	020 Prepare for (.1) and attend (.2) call with members of FR and lit. teams re open issues and next steps in Adversary Proceeding.	0.30
02/28/21	DMZ	020 Call with members of FR and Lit teams re open case issues.	0.20
02/28/21	PCD	020 Calls with Debtors re open issues re Adversary Proceeding.	0.40
02/28/21	RJC	020 Review discovery documents (2.2); draft fact chronology for same (2.3).	4.50
02/28/21	DLC	020 Prepare for (.2) and participate in call with FR and lit. team members re mediation (.2); review hot documents (1.4).	1.80
02/28/21	SLB	020 Prepare for (.2) and participate on (.2) internal call with members of FR and Lit teams re next steps and case strategy; correspond with conflicts counsel re same (.2).	0.60
Total Hours			528.30

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
J L SORKIN	5.70 at	\$1425.00 =	\$8,122.50
D M ZENSKY	25.30 at	\$1655.00 =	\$41,871.50
I S DIZENGOFF	2.90 at	\$1655.00 =	\$4,799.50
P C DUBLIN	6.20 at	\$1655.00 =	\$10,261.00
D L CHAPMAN	113.20 at	\$1265.00 =	\$143,198.00
S L BRAUNER	15.10 at	\$1265.00 =	\$19,101.50
S SHARAD	23.40 at	\$1005.00 =	\$23,517.00
J P KANE	23.90 at	\$970.00 =	\$23,183.00
J A LATOV	9.60 at	\$940.00 =	\$9,024.00
Z D LANIER	14.30 at	\$980.00 =	\$14,014.00
S M NOLAN	24.40 at	\$855.00 =	\$20,862.00
P J GLACKIN	22.90 at	\$770.00 =	\$17,633.00
J E SZYDLO	11.40 at	\$810.00 =	\$9,234.00
C W YOUNGS	35.80 at	\$610.00 =	\$21,838.00
N R LOMBARDI	12.20 at	\$980.00 =	\$11,956.00
R J COLLINS	160.10 at	\$500.00 =	\$80,050.00
D KRASA-BERSTELL	9.30 at	\$440.00 =	\$4,092.00
B M WALLS	6.10 at	\$230.00 =	\$1,403.00
K E ROBINS	6.50 at	\$440.00 =	\$2,860.00

Current Fees

\$467,020.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$219.97
Computerized Legal Research - Other	\$325.79
Computerized Legal Research - Westlaw - in contract 30% discount	\$3,920.49
Courier Service/Messenger Service- Off Site	\$146.43
Postage	\$4.00
Professional Fees - Legal	\$178,464.50

Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

Disbursement Activity	Amount (\$)
Computerized Legal Research – Lexis – in contract 30% discount	219.97
Computerized Legal Research – Other	325.79
Computerized Legal Research – Westlaw – in contract 30% discount	3,920.49
Courier Service/Messenger Service – Off Site	146.43
Postage	4.00
Prof Fees – Legal	178,464.50
Professional Fees – Miscellaneous	140,085.30
Telephone – Long Distance	140.00
Transcripts	230.40
TOTAL:	323,536.88

Exhibit E

Itemized Disbursements

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Professional Fees - Miscellaneous	\$140,085.30
Telephone - Long Distance	\$140.00
Transcripts	\$230.40

Current Expenses	<u>\$323,536.88</u>
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<u>Date</u>		<u>Value</u>
10/27/20	Professional Fees - Legal VENDOR: ANALYSIS GROUP INC INVOICE#: 1006456A DATE: 10/27/2020 For professional services rendered and expenses incurred in adversary proceeding for period ending Sept. 30, 2020.	\$9,883.50
12/07/20	Professional Fees - Legal VENDOR: ANALYSIS GROUP INC INVOICE#: 1008157-02 DATE: 12/7/2020 For Professional Services Rendered in Sears Adversary Proceeding	\$129,337.00
01/08/21	Professional Fees - Legal VENDOR: ANALYSIS GROUP INC INVOICE#: 1009484A DATE: 1/8/2021 For professional services rendered for period ending Nov. 30, 2020 in Sears adversary proceeding	\$39,244.00
01/26/21	Transcripts VENDOR: VERITEXT INVOICE#: 4787715 DATE: 1/26/2021 Transcriber fee for transcript of January 21, 2021 hearing.	\$123.60
02/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/1/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
02/01/21	Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 2/1/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$164.16
02/02/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LATOV JEFFREY Date: 2/2/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$128.35
02/02/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/2/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/02/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$73.12
02/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/3/2021 AcctNumber: 1003389479	\$22.39

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04/07/21

02/03/21	ConnectTime: 0.0 Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/3/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/03/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/3/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
02/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 2/4/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
02/05/21	Computerized Legal Research - Westlaw - in contract 30% discount User: CHAPMAN DEAN Date: 2/5/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$455.18
02/08/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/8/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
02/08/21	Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 2/8/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$164.16
02/09/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/9/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/09/21	Professional Fees - Miscellaneous VENDOR: H5 INVOICE#: INV-29285 DATE: 2/9/2021 Key Document Identification; Data Management (Hrs.)	\$26,066.25
02/10/21	Postage US Postage - Espinell, Toni, NY, 2 piece(s) - for 2/04/2021	\$4.00
02/10/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/10/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
02/10/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/10/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/10/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/10/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
02/11/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 2/11/2021 AcctNumber: 1000193694 ConnectTime:	\$193.26

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02/11/21	0.0 Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 2/11/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
02/11/21	Professional Fees - Miscellaneous VENDOR: H5 INVOICE#: INV-29413 DATE: 2/11/2021	\$114,019.05
02/12/21	Data Hosting; Hosting Project; User Fees Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 00000002E52E071-21 DATE: 2/13/2021 TRACKING #: 1Z02E52E1595827730; SHIP DATE: 02/12/2021; SENDER: Bennett Walls; NAME: Dean Chapman COMPANY: Akin Gump ADDRESS: 218 White Hill Lane, Hillsdale, NY 12529 US;	\$86.06
02/12/21	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 00000002E52E081-21 DATE: 2/20/2021 TRACKING #: 1Z02E52E0196317743; SHIP DATE: 02/12/2021; SENDER: Bennett Walls; NAME: COMPANY: Elise Maizel ADDRESS: 323 Sequoia Drive, Newtown, PA 18940 US;	\$22.25
02/12/21	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 00000002E52E081-21 DATE: 2/20/2021 TRACKING #: 1Z02E52E0196317743; SHIP DATE: 02/12/2021; SENDER: ; NAME: COMPANY: Elise Maizel ADDRESS: 323 Sequoia Drive, Newtown, PA 18940 US;	\$5.03
02/12/21	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 00000002E52E081-21 DATE: 2/20/2021 TRACKING #: 1Z02E52E1595827730; SHIP DATE: 02/12/2021; SENDER: ; NAME: Dean Chapman COMPANY: Akin Gump ADDRESS: 218 White Hill Lane, Hillsdale, NY 12529 US;	\$18.95
02/15/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/15/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
02/15/21	Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 2/15/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$164.16
02/16/21	Computerized Legal Research - Westlaw	\$128.35

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	- in contract 30% discount User: GLACKIN PATRICK Date: 2/16/2021 AcctNumber: 1000193694 ConnectTime: 0.0	
02/16/21	Computerized Legal Research - Westlaw	\$82.08
	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/16/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
02/17/21	Computerized Legal Research - Westlaw	\$22.39
	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/17/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
02/17/21	Computerized Legal Research - Westlaw	\$82.08
	- in contract 30% discount User: YEN DORIS Date: 2/17/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
02/17/21	Computerized Legal Research - Westlaw	\$7.46
	- in contract 30% discount User: YEN DORIS Date: 2/17/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
02/18/21	Computerized Legal Research - Westlaw	\$430.56
	- in contract 30% discount User: YOUNGS CONOR Date: 2/18/2021 AcctNumber: 1000193694 ConnectTime: 0.0	
02/18/21	Computerized Legal Research - Westlaw	\$52.23
	- in contract 30% discount User: RODRIGUEZ JAIME Date: 2/18/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
02/22/21	Computerized Legal Research - Westlaw	\$29.85
	- in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/22/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
02/22/21	Computerized Legal Research - Westlaw	\$164.16
	- in contract 30% discount User: RODRIGUEZ JAIME Date: 2/22/2021 AcctNumber: 1003389479 ConnectTime: 0.0	
02/22/21	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 00000002E52E091-21 DATE: 2/27/2021 TRACKING #: 1Z02E52E1396908216; SHIP DATE: 02/22/2021; SENDER: Candy Liang; NAME: Honorable Judge Robe COMPANY: USBC Southern District of NY ADDRESS: 300 Quarropas Street, White Plains, NY 10601 US;	\$14.14
02/23/21	Telephone - Long Distance VENDOR: DEAN L. CHAPMAN INVOICE#: 4464291302231606 DATE: 2/23/2021 Court Calls, 02/23/21, Sears court call with Judge Drain, Court Solutions	\$70.00

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02/23/21	Telephone - Long Distance VENDOR: SARA L. BRAUNER INVOICE#: 4468699002261701 DATE: 2/26/2021 Court Calls, 02/23/21, Fees for Telephonic hearing appearance at Sears hearing on Feb. 23, 2021., CourtSolutions	\$70.00
02/23/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/23/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/24/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 2/24/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$193.26
02/24/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 2/24/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
02/24/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/24/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
02/24/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/24/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
02/24/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 2.0	\$146.85
02/25/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 2/25/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$449.95
02/25/21	Computerized Legal Research - Westlaw - in contract 30% discount User: RODRIGUEZ JAIME Date: 2/25/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
02/25/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 2/25/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
02/25/21	Transcripts VENDOR: VERITEXT INVOICE#: 4849565 DATE: 2/25/2021 Transcriber fee for transcript of February 23, 2021 hearing.	\$106.80
02/26/21	Computerized Legal Research - Westlaw - in contract 30% discount User: NOLAN SEAN Date: 2/26/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$128.35
02/28/21	Computerized Legal Research - Other	\$52.40

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Bill Number: 1930083

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	VENDOR: COURTALERT.COM, INC	
	INVOICE#: 134294-2102 DATE:	
	2/28/2021	
02/28/21	- Document retrieval in various courts	
	Computerized Legal Research - Other	\$106.70
	VENDOR: COURTALERT.COM, INC	
	INVOICE#: 134294-2102 DATE:	
	2/28/2021	
02/28/21	- Document retrieval in various courts	
	Computerized Legal Research - Other	\$38.11
	VENDOR: COURTALERT.COM, INC	
	INVOICE#: 134294-2102 DATE:	
	2/28/2021	
02/28/21	- Document retrieval in various courts	
	Computerized Legal Research - Other	\$14.48
	VENDOR: COURTALERT.COM, INC	
	INVOICE#: 328396-2102 DATE:	
	2/28/2021	
02/28/21	-	
	Computerized Legal Research - Other	\$15.57
	VENDOR: COURTALERT.COM, INC	
	INVOICE#: 328396-2102 DATE:	
	2/28/2021	
02/28/21	-	
	Computerized Legal Research - Other	\$15.24
	VENDOR: COURTALERT.COM, INC	
	INVOICE#: 328396-2102 DATE:	
	2/28/2021	
02/28/21	-	
	Computerized Legal Research - Other	\$42.46
	VENDOR: COURTALERT.COM, INC	
	INVOICE#: 328396-2102 DATE:	
	2/28/2021	
02/28/21	-	
	Computerized Legal Research - Other	\$40.83
	VENDOR: COURTALERT.COM, INC	
	INVOICE#: 328396-2102 DATE:	
	2/28/2021	
	-	
	Current Expenses	\$323,536.88
	Total Amount of This Invoice	\$790,556.88
	Prior Balance Due	\$6,571,538.93
	Total Balance Due Upon Receipt	\$7,362,095.81

H5

Invoice Date: 2/9/2021

Invoice Number: INV-29285

Billing Address: Ms. Roxanne Tizravesh
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
Bank of America Tower
New York NY 10036

H5
595 Market Street, Suite 610
San Francisco CA 94105
(415) 625-6700
clientbilling@h5.com

Client Matter	Client Matter #	Start Date	End Date	Terms
In re: Sears Holding Corp.	18-23538	1/1/2021	1/31/2021	Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Key Document Identification (Hours) <i>Key document identification for ad hoc requests related to ESL/ Lampert Ownership of Sears, Final Versions of Privileged Drafts in Seritage Productions, and Fairholme Land's End rights. KDI thematic delivery for 39 mini-chron topics in recent Fairholme production.</i>	55.3	\$450.00	\$24,885.00
Data Management (Hours) <i>Load defendant and 3rd party productions to DART to be available for future search requests</i>	5.25	\$225.00	\$1,181.25

This invoice is for search/review services only.
eDiscovery services will be billed separately.

Subtotal \$26,066.25

Tax Total \$0.00

Total \$26,066.25

If Payment by Check

H5
PO Box 347549
Pittsburgh, PA 15251-4549

Tax ID#: 94-3339333

If Payment by Wire or ACH

H5
Silicon Valley Bank
3003 Tasman Drive, Santa Clara, CA
Acct: 33 00 79 53 58
Routing: 121 140 399

If Payment by American Express

Please email clientbilling@h5.com
to inquire.

*Sorry, we do not accept VISA or
Mastercard at this time.*

H5

Invoice Date: 2/11/2021

Invoice Number: INV-29413

Billing Address: Ms. Roxanne Tizravesh
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
Bank of America Tower
New York NY 10036

H5
595 Market Street, Suite 610
San Francisco CA 94105
(415) 625-6700
clientbilling@h5.com

Client Matter	Client Matter #	Start Date	End Date	Terms
In re: Sears Holding Corp.		1/1/2021	1/31/2021	Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Data Hosting (GB)	11,885.7	\$9.00	\$106,971.30
Hosting Project Management (Hours)	12.15	\$185.00	\$2,247.75
User Fees (Users)	64	\$75.00	\$4,800.00

Subtotal \$114,019.05

Tax Total \$0.00

Total \$114,019.05

If Payment by Check

H5
PO Box 347549
Pittsburgh, PA 15251-4549

Tax ID#: 94-3339333

If Payment by Wire or ACH

H5
Silicon Valley Bank
3003 Tasman Drive, Santa Clara, CA
Acct: 33 00 79 53 58
Routing: 121 140 399

If Payment by American Express

Please email clientbilling@h5.com
to inquire.

*Sorry, we do not accept VISA or
Mastercard at this time.*